

CHICAGO AND



TRANSPORTATION COMPANY

JAN 10 1985 -1 45 PM

INTERSTATE COMMERCE COMMISSION

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

January 9, 1985

(312) 559-6167

File No.: A-10288 (A-351)

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

8864-A
Pursuant to Section 11303 (formerly Section 20c), of the Interstate Commerce Act, as amended, attached for recordation are counterparts of Release and Bill of Sale dated January 2, 1985, which is the final release of equipment under Conditional Sale Agreement and Agreement and Assignment, both dated June 20, 1977, assigned Recordation No. 8864.

Enclosed is our check for \$10.00 to cover your recording fee. Please keep one counterpart for your file and return the other counterparts each showing your recordation data.

5-010A088

Sincerely,

No. _____
Date JAN 10 1985
For \$ 10.00
ICC Washington, D.C.

Joan A. Schramm
Assistant Secretary

Enclosure

cc: R. D. Smith
D. L. Boger
G. R. Charles
R. R. DeWitt
M. R. Jeske

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Counterpart to S.P.R.
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INTERSTATE COMMERCE COMMISSION

Counterpart No. ____ of ____

A-10288
A-351

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of June 20, 1977, (hereinafter called the "Conditional Sale Agreement") between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad, and Railroad agreed to purchase twenty-six (26) units of various Maintenance-of-Way equipment, and 18 used cabooses described on Schedule A attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of June 20, 1977, (hereinafter called the "Agreement and Assignment") between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

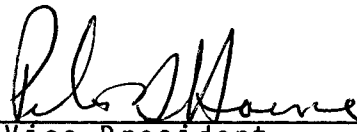
NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and

clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Banking Officer, this 2nd day of January, A.D. 1985.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By 
Vice President

(Seal)

ATTEST:


Banking Officer

STATE OF ILLINOIS }
COUNTY OF C O O K } SS

On this 2ND day of JANUARY 19 85 ,
before me personally appeared PETER D. HORNE and _____
JILLIAN P. COSTA to me personally known, who,
being by me duly sworn, says that they are, respectively, a Vice
President and a Banking Officer of Continental Illinois National
Bank and Trust Company of Chicago, a corporation, that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation; that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
they acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Sileen Hudson
Notary Public

My Commission Expires

October 13, 1986

(NOTARY SEAL)

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